

*County of Santa Clara*  
*Betty Graham*

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20006-2973  
(202) 393-2266  
FAX (202) 393-2156

RECORDATION NO. 21667 FILED  
SEP 25 '98 10-15 AM  
Primary

September 23, 1998

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

OF COUNSEL  
URBAN A LESTER  
RECORDATION NO. 21667 FILED  
SEP 25 '98 10-15 AM  
A, B, C, D, E

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
SEP 25 10 15 AM '98

Re: Santa Clara County (VTA 1998-USB)

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Head Lease Agreement (VTA 1998-USB), dated as of September 24, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents and two (2) copies of each of the following secondary documents related thereto: namely, Memoranda of Head Lease Supplement (VTA 1998-USB) (Lot 1), Head Lease Supplement (VTA 1998-USB) (Lot 2), Sublease Agreement (VTA 1998-USB), Sublease Supplement (VTA 1998-USB) (Lot 1), and Sublease Supplement (VTA 1998-USB) (Lot 2), all of which are dated September 24, 1998

The names and addresses of the parties of the enclosed documents are:

*Primary* → Head Lease Agreement  
Head Lease Supplement (Lot 1),  
and  
Head Lease Supplement (Lot 2)

Head Lessor Santa Clara County Transit District  
3331 North First Street  
San Jose, California 95134

Head Lessee State Street Bank and Trust Company of  
Connecticut, National Association  
Goodwin Square  
225 Asylum Street  
Hartford, Connecticut 06103

Mr. Vernon A. Williams  
September 23, 1998  
Page 2

Sublease Agreement  
Sublease Supplement (Lot 1)  
and  
Sublease Supplement (Lot 2)

Sublessor: State Street Bank and Trust Company of  
Connecticut, National Association  
Goodwin Square  
225 Asylum Street  
Hartford, Connecticut 06103

Sublessee: Santa Clara County Transit District  
3331 North First Street  
San Jose, California 95134

A description of the railroad equipment covered by the enclosed documents is attached to Schedule A to the Lease Supplement Lot 1 and Lease Supplement Lot 2.

Also enclosed is a check in the amount of \$156.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

RECORDATION NO. 21667 FILED

SEP 25 '98

10-15 AM

**MEMORANDUM OF HEAD LEASE AGREEMENT (VTA 1998-USB)**

Memorandum of Head Lease Agreement (VTA 1998-USB), made and entered into on September <sup>24</sup>~~23~~, 1998 by and between Santa Clara County Transit District ("Head Lessor") and State Street Bank and Trust Company of Connecticut, National Association ("Head Lessee").

**WITNESSETH:**

The undersigned have entered into that certain Head Lease Agreement (VTA 1998-USB), dated as of September <sup>24</sup>~~23~~, 1998, whereby the Head Lessor has agreed to lease to the Head Lessee and the Head Lessee has agreed to lease from the Head Lessor certain railroad equipment bearing car numbers as listed on Schedule A attached hereto, subject to the term defined in said Head Lease Agreement (VTA 1998-USB).

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be  
duly executed as of the date and year first above written.

SANTA CLARA COUNTY TRANSIT DISTRICT

By: \_\_\_\_\_  
Name:  
Title:



STATE STREET BANK AND TRUST COMPANY  
OF CONNECTICUT, NATIONAL ASSOCIATION,  
not in its individual capacity except as otherwise  
expressly set forth therein , but solely as Trustee

By: \_\_\_\_\_  
Name:  
Title:

STATE OF NEW YORK §

COUNTY OF NEW YORK §

BEFORE ME, the undersigned notary public, on this day personally appeared \_\_\_\_\_ of State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity except as otherwise expressly set forth therein, but solely as Trustee, known to me (or proved to me by presentation of such individual's driver's license) to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed as the act and deed of State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity except as otherwise expressly set forth therein, but solely as Trustee.

GIVEN under my hand and seal of office this \_\_\_\_\_ day of September, 1998.

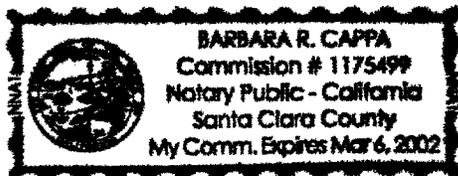
(SEAL)

\_\_\_\_\_  
Notary Public

STATE OF *California* §  
COUNTY OF *Santa Clara* §

BEFORE ME, the undersigned notary public, on this day personally appeared *Scott Buehler* of Santa Clara County Transit District, known to me (or proved to me by presentation of such individual's driver's license) to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed as the act and deed of Santa Clara County Transit District.

GIVEN under my hand and seal of office this *21<sup>st</sup>* day of September, 1998.



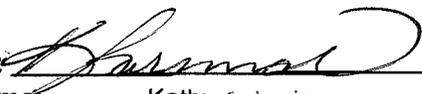
*Barbara R. Cappa*  
\_\_\_\_\_  
Notary Public

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be  
duly executed as of the date and year first above written.

SANTA CLARA COUNTY TRANSIT DISTRICT

By: \_\_\_\_\_  
Name:  
Title:

STATE STREET BANK AND TRUST COMPANY  
OF CONNECTICUT, NATIONAL ASSOCIATION,  
not in its individual capacity except as otherwise  
expressly set forth therein , but solely as Trustee

By:  \_\_\_\_\_  
Name: Kathy A. Larimore  
Title: Assistant Vice President

STATE OF CONNECTICUT §

COUNTY OF HARTFORD §

BEFORE ME, the undersigned notary public, on this day personally appeared KATHY A. LARIMORE of State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity except as otherwise expressly set forth therein, but solely as Trustee, known to me (or proved to me by presentation of such individual's driver's license) to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed as the act and deed of State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity except as otherwise expressly set forth therein, but solely as Trustee.

GIVEN under my hand and seal of office this \_\_\_\_\_ day of September, 1998.

(SEAL)

Karen R. Felt  
Notary Public

KAREN R. FELT  
NOTARY PUBLIC  
My Commission Expires 02/28/99

STATE OF \_\_\_\_\_ §

COUNTY OF \_\_\_\_\_ §

BEFORE ME, the undersigned notary public, on this day personally appeared \_\_\_\_\_ of Santa Clara County Transit District, known to me (or proved to me by presentation of such individual's driver's license) to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed as the act and deed of Santa Clara County Transit District.

GIVEN under my hand and seal of office this \_\_\_\_\_ day of September, 1998.

(SEAL)

\_\_\_\_\_  
Notary Public

**SCHEDULE A TO HEAD LEASE SUPPLEMENT NO. 1**

**Description of Railcars; Appraised Values  
Equipment Lot No. 1**

Type	Running No.	Appraised Value Per Railcar
UTDC Light Rail Vehicle	833	\$2,140,000
UTDC Light Rail Vehicle	812	\$2,140,000
UTDC Light Rail Vehicle	815	\$2,140,000
UTDC Light Rail Vehicle	820	\$2,140,000
UTDC Light Rail Vehicle	832	\$2,140,000
UTDC Light Rail Vehicle	813	\$2,140,000
UTDC Light Rail Vehicle	821	\$2,140,000
UTDC Light Rail Vehicle	814	\$2,140,000
UTDC Light Rail Vehicle	810	\$2,140,000
UTDC Light Rail Vehicle	809	\$2,140,000
UTDC Light Rail Vehicle	808	\$2,140,000
UTDC Light Rail Vehicle	806	\$2,140,000
UTDC Light Rail Vehicle	807	\$2,140,000
UTDC Light Rail Vehicle	805	\$2,140,000
UTDC Light Rail Vehicle	804	\$2,140,000
UTDC Light Rail Vehicle	811	\$2,140,000
UTDC Light Rail Vehicle	803	\$2,140,000
UTDC Light Rail Vehicle	831	\$2,140,000
UTDC Light Rail Vehicle	802	\$2,140,000

**SCHEDULE A TO HEAD LEASE SUPPLEMENT NO. 1**

**Description of Railcars; Appraised Values  
Equipment Lot No. 2**

Type	Running No.	Appraised Value Per Railcar
UTDC Light Rail Vehicle	836	\$2,220,000
UTDC Light Rail Vehicle	841	\$2,220,000